UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS

DIRECT REPORT CORPORATION d/b/a)
SHAREHOLDER.COM,)

Plaintiff,)

V.) Civil Action No. 04-10535-PBS)

CCBN.COM, INC., THE THOMSON)

CORPORATION, ROBERT I. ADLER,)
JOHN DOES 1 THROUGH 5,)
AND JANE DOES 1 THROUGH 5,)

Defendants.

SHAREHOLDER'S RESPONSE TO DEFENDANTS' EMERGENCY MOTION TO MODIFY SCHEDULING ORDER

Plaintiff Shareholder.com does not oppose the limited extension of deadlines that is requested by the instant motion. It does, however, ask that it be clear that this second extension of the period for fact discovery (and the related extension of the date for initial expert reports) will be the last such extension.

The point of difference between the parties does <u>not</u> relate to the extension that is requested by the present motion. It relates, instead, to the defendant's refusal to acknowledge that the extension is appropriate, in significant part, because of the merger of Palmer & Dodge and Edwards & Angell and that the merger should not be used in the future as the excuse for yet another extension of the discovery and expert report deadlines in this case.

Palmer & Dodge has represented Shareholder in this case. Edwards & Angell has represented defendant Adler (only). The Palmer & Dodge/Edwards & Angell merger has been under discussion for months. The prospect of a merger was reported in the <u>Boston Globe</u> last

July. In August, it became apparent that a merger was probable and that, as a result, it was likely

that the two firms would be required to withdraw as counsel in this case and that successor

counsel should be engaged. On August 18, successor counsel for Shareholder entered that

appearance. The merger has been approved. It was publicly announced today (September 29,

2005). See Exhibit A.

Shareholder has repeatedly sought assurances that the merger -- which has been in

prospect for months -- and which is a principal reason for the extension requested by the instant

motion, will not be used as an excuse for delay beyond that which is requested by the present

motion. The defendants have refused to provide any such assurance. The parties' exchange of

views on this issue is provided herewith. See Exhibit B.

The extension requested by the present motion was negotiated, and agreed to, at a time

when all parties knew that a merger was imminent. If the defendants believe that the merger

justifies delay beyond that which is requested by the instant motion, they should so state and

should attempt to justify that delay. Otherwise, it should be made express that the presently

requested extension of case deadlines will be the last, and that the merger will not be cited in the

future as a ground for further delay.

Dated: September 29, 2005

Respectfully submitted,

DIRECT REPORT CORPORATION d.b.a. SHAREHOLDER.COM

By its attorneys,

/s/ Robert S. Frank

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